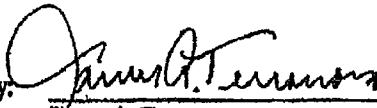


IN WITNESS WHEREOF, the Parties have executed this Agreement on the date first  
above written.

**STOCKHOLDER PARTIES:**

WS INVESTMENT COMPANY, LLC (2005A/2006A)

By:   
James A. Terranova  
Manager

[Signature Page to Amended and Restated Agreement and Plan of Merger]